Amendments To The Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

In the Claims:

What is claimed is:

1. (Original) A compound of Formula (I):

$$R^{4}$$
 R^{5}
 R^{1}
 R^{5}
 R^{3}

(1)

or a salt, solvate, or physiologically functional derivative thereof:

wherein:

D is C-R and X is N, or

D is N and X is C-R, or

D is C-R and X is C-R,

where each R is independently selected from hydrogen, halo, cyano, or C₁-C₆ alkyl;

 R^1 is a group defined by $-(Q)_m-(Q^1)_n-(Q^2)_p$, wherein;

Q is arylene or heteroarylene, and m is 0 or 1,

Q¹ is
$$O(CH_2)_q$$
, $(CH_2)_r$ $C(O)$, or $S(O)_2$, and n is 0 or 1, q is 0, 1, 2, 3, or 4, and

r is 1, 2, 3, or 4,

 Q^2 is C_1 - C_6 alkyl, C_3 - C_7 cycloalkyl, -OH, C_1 - C_3 alkoxy, NR^6R^7 , aryl, aryloxy, heteroaryl, heterocyclyl, or R^9R^{10} , and p is 0 or 1

 R^2 is -H, or C_1 - C_6 alkyl; or

R¹ and R² together with the nitrogen to which they are attached form a ring system, said ring system being a substituted or unsubstituted heterocyclyl or heterocyclic spiro ring system;

 R^3 is -H or C_1 - C_3 alkyl;

 R^4 is –H or C_1 - C_3 alkyl;

R⁵ is –H, halo, -CN, -OH, C₁-C₃ alkyl, C₁-C₃ alkoxy, -NO₂, aryl, or NR'R";

R⁶ is –H or C₁₋C₆ alkyl;

R⁷ is –H, C₁₋C₆ alkyl, C₃-C₇ cycloalkyl, -R⁹R¹⁰, aralkyl, heterocyclyl, or -C(O)R⁸;

R⁸ is hydrogen or C₁₋C₆ alkyl;

R⁹ is C₁₋C₆ alkylene or heterocyclylene;

 R^{10} is C_{1} . C_{6} alkoxy, aryl, aralkyl, heteroaryl, aryloxy, heterocyclyl, -C(O)OR⁸, -C(O)R⁸, or -C(O)NR'R";

R' is -H or C₁₋C₆ alkyl;

R" is -H, C_{1} - C_{6} alkyl, -C(O)R", -S(O)₂R", or C(O)NHR"; and

R" is C₁₋C₆ alkyl, aryl, aralkyl, heteroaryl, or heterocyclyl.

- 2. (Original) A compound as claimed in claim 1, wherein D is N.
- 3. (Original) A compound as claimed in claim 1, wherein D is C-R and R is H.

- 4. (Original) A compound as claimed in claim 1, wherein X is N.
- 5. (Original) A compound as claimed in claim 1, wherein X is C-R and R is H.
- 6. (Original) A compound as claimed in claim 1, wherein D is N, X is C-R, and R is H.
- 7. (Original) A compound as claimed in claim 1, wherein D is C-R, R is H, and X is N.
- 8. (Original) A compound as claimed in claim 1, wherein X is C-R, D is C-R, and each R is H.
- 9. (Original) A compound as claimed in claim 1, wherein m and n are 0, p is 1 and R^1 is $-(Q^2)$.
- 10. (Original) A compound as claimed in claim 1, wherein m and p are 1, n is 0 and R^1 is -(Q)-(Q^2).
- 11. (Original) A compound as claimed in claim 1, wherein m, n, and p are 1, and R^1 is $-(Q)-(Q^1)-(Q^2)$.
- 12. (Original) A compound as claimed in claim 1, wherein m and p are 1 and Q is arylene.
- 13. (Original) A compound as claimed in claim 1, wherein m and p are 1 and Q is heteroarylene.
- 14. (Original) A compound as claimed in claim 1, wherein n and p are 1 and Q^1 is $O(CH_2)_q$, where q is 0, 1, 2, 3, or 4.

- 15. (Original) A compound as claimed in claim 1, wherein n and p are 1 and Q^1 is $(CH_2)_r$ and where r is 1, 2, 3, or 4.
- 16. (Original) A compound as claimed in claim 1, wherein n and p are 1 and Q^1 is C(O).
- 17. (Original) A compound aas claimed in claim 1, wherein n and p are 1 and Q^1 is $S(O)_2$.
- 18-39 (Cancelled).
- 40. (Original) A compound as claimed in claim 1, selected from the group consisting of:
- (2E)-N-(1,3-benzothiazol-6-yl)-3-(1H-indazol-3-yl)-2-propenamide;
- (2E)-N-(3,4-dimethyl-5-isoxazolyl)-3-(1H-indazol-3-yl)-2-propenamide;
- (2E)-N-(2-cyanophenyl)-3-(1H-indazol-3-yl)-2-propenamide;
- (2E)-3-(1H-indazol-3-yl)-N-(6-methoxy-3-pyridinyl)-2-propenamide;
- (2E)-N-(3-chlorophenyl)-3-(1H-indazol-3-yl)-2-propenamide;
- (2E)-N-(2,3-dihydro-1H-inden-5-yl)-3-(1H-indazol-3-yl)-2-propenamide;
- (2E)-N-[4-(dimethylamino)phenyl]-3-(1H-indazol-3-yl)-2-propenamide;
- (2*E*)-*N*-(3-cyclopropyl-1-methyl-1*H*-pyrazol-5-yl)-3-(1*H*-indazol-3-yl)-2-propenamide;
- (2E)-3-(1H-indazol-3-yl)-N-(5-quinolinyl)-2-propenamide;
- (2E)-N-[3-(acetylamino)phenyl]-3-(1H-indazol-3-yl)-2-propenamide;
- (2E)-3-(1H-indazol-3-yl)-N-(3,4,5-trimethoxyphenyl)-2-propenamide;
- (2E)-N-(3-benzoylphenyl)-3-(1H-indazol-3-yl)-2-propenamide;
- (2E)-N-[3-chloro-4-(4-morpholinyl)phenyl]-3-(1H-indazol-3-yl)-2-propenamide;

- (2E)-N-{5-[(diethylamino)sulfonyl]-2-methoxyphenyl}-3-(1H-indazol-3-yl)-2-propenamide;
- (2*E*)-*N*-{4-[2-(diisopropylamino)ethoxy]-3-methoxyphenyl}-3-(1*H*-indazol-3-yl)-2-propenamide;
- (2*E*)-3-(1H-indazol-3-yl)-N-(3-methoxy-4-{2-[(2-phenoxyethyl) amino]ethoxy} phenyl)-2-propenamide;
- (2E)-3-(1H-indazol-3-yl)-N-{3-methoxy-4-[2-(4-morpholinyl)ethoxy]phenyl}-2-propenamide;
- (2*E*)-3-(1H-indazol-3-yl)-N-(3-methoxy-4-{2-[(2-methoxyethyl)amino]-ethoxy}phenyl)-2-propenamide;
- (2*E*)-3-(1H-indazol-3-yl)-N-(3-methoxy-4-{2-[methyl(propyl)amino]ethoxy}phenyl)-2-propenamide;
- (2*E*)-N-[4-(2-{[2-(4-chlorophenyl)ethyl]amino}ethyoxy)-3-methoxyphenyl]-3-(1H-indazol-3-yl)-2-propenamide;
- ethyl 4-{[2-(4-{[(2E)-3-(1H-indazol-3-yl)-2-propenoyl]amino}-2-methoxyphenoxy) ethyl]amino}-1-piperidine carboxylate;
- (2*E*)-N-{4-[2-(4-acetyl-1-piperazinyl)ethoxy]-3-methoxyphenyl}-3-(1H-indazol-3-yl)-2-propenamide;
- (2E)-N-benzyl-3-(1H-indazol-3-yl)prop-2-enamide;
- (2E)-3-(1H-indazol-3-yl)-N-isobutylprop-2-enamide;
- (2E)-3-(1H-indazol-3-yl)-N-(3-morpholin-4-ylpropyl)prop-2-enamide;
- (2E)-N-[2-(4-chlorophenyl)ethyl]-3-(1H-indazol-3-yl)prop-2-enamide;
- ethyl 1-[(2E)-3-(1H-indazol-3-yl)prop-2-enoyl]piperidine-4-carboxylate;
- 3-[(1E)-3-(4-benzy|piperidin-1-yl)-3-oxoprop-1-enyl]-1H-indazole;
- (2E)-N-ethyl-3-(1H-indazol-3-yl)-N-(pyridin-4-ylmethyl)prop-2-enamide;
- 8-[(2E)-3-(1H-indazol-3-yl)prop-2-enoyl]-1-phenyl-1,3,8-triazaspiro[4.5]decan-4-one;
- 3-[(1E)-3-oxo-3-(4-pyrazin-2-ylpiperazin-1-yl)prop-1-enyl]-1H-indazole;
- METHYL 4-(((2E)-3-(1H-INDAZOL-3-YL)PROP-2-ENOYL)AMINO)BENZOATE;
- 4-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)benzoic acid;

methyl 3-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)benzoate;

3-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)benzoic acid;

4-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)-N-(2-pyridin-3-ylethyl)benzamide;

4-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)-N-methyl-N-(2-pyridin-2-ylethyl)benzamide;

4-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)-N-methyl-N-(1-methylpyrrolidin-3-yl)benzamide;

3-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)-N-(2-morpholin-4-ylethyl)benzamide;

(2E)-N-(3-((4-benzylpiperazin-1-yl)carbonyl)phenyl)-3-(1H-indazol-3-yl)prop-2-enamide; and

N-ethyl-3-(((2E)-3-(1H-indazol-3-yl)prop-2-enoyl)amino)-N-(pyridin-4-ylmethyl)benzamide

or a salt, solvate, or physiologically functional derivative thereof.

- 41. (Currently amended) A pharmaceutical composition, comprising: a therapeutically effective amount of a compound as claimed in <u>claim 1 any one</u> of claims 1 to 40, or a salt, solvate, or a physiologically functional derivative thereof and one or more of pharmaceutically acceptable carriers, diluents and excipients.
- 42. (Currently amended) A method of treating a disorder in a mammal, said disorder being mediated by at least one of inappropriate SGK-1 activity, comprising: administering to said mammal a therapeutically effective amount of a compound as claimed in <u>claim 1 any one of claims 1 to 40</u>, or a salt, solvate, or a physiologically functional derivative thereof.

43-44 (Cancelled)